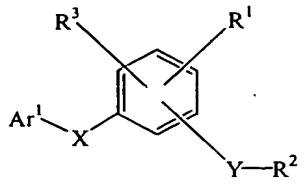
WHAT IS CLAIMED IS:

1. A compound having the formula (I):



I

wherein

Ar^1 is a member selected from the group consisting of substituted or unsubstituted 2-benzothiazolyl and substituted or unsubstituted quinolinyl;

X is selected from the group consisting of -O-, -C(O)-, $-CH(R^{10})-$, $-N(R^{11})-$, and $-S(O)_k-$,

wherein

R^{10} is a member selected from the group consisting of hydrogen, cyano and (C_1-C_4)alkyl;

R^{11} is a member selected from the group consisting of hydrogen and (C_1-C_8)alkyl, and the subscript k is an integer of from 0 to 2; with the proviso that when Ar^1 is a substituted or unsubstituted 2-benzothiazolyl, then X is other than $-S(O)_k-$;

Y is $-N(R^{12})-S(O)_2-$,

wherein

R^{12} is a member selected from the group consisting of hydrogen and (C_1-C_8)alkyl;

R^1 is a member selected from the group consisting of hydrogen, (C_2-C_8)heteroalkyl, halogen, (C_1-C_8)alkyl, (C_1-C_8)alkoxy, $-C(O)R^{14}$, $-CO_2R^{14}$, $-C(O)NR^{15}R^{16}$, $-S(O)_p-R^{14}$, $-S(O)_q-NR^{15}R^{16}$, $-O-C(O)-R^{17}$ and $-N(R^{14})-C(O)-R^{17}$;

wherein

R^{14} is a member selected from the group consisting of hydrogen, (C_1-C_8)alkyl, (C_2-C_8)heteroalkyl, aryl and aryl(C_1-C_4)alkyl;

R^{15} and R^{16} are members independently selected from the group consisting of hydrogen, (C_1-C_8)alkyl, (C_2-C_8)heteroalkyl, aryl, and aryl$(C_1-$

C_4)alkyl, or taken together with the nitrogen to which each is attached form a 5-, 6- or 7-membered ring;

R^{17} is a member selected from the group consisting of (C_1-C_8)alkyl, (C_2-C_8)heteroalkyl, aryl and aryl(C_1-C_4)alkyl;

the subscript p is an integer of from 0 to 3; and

the subscript q is an integer of from 1 to 2;

R^2 is substituted or unsubstituted aryl; and

R^3 is a member selected from the group consisting of halogen and (C_1-C_8)alkoxy.

2. A compound of claim **1**, wherein

Ar^1 is a substituted or unsubstituted 2-benzothiazolyl;

X is selected from the group consisting of -O- and $-N(R^{11})-$;

Y is $-NH-S(O)_2-$;

R^1 is a member selected from the group consisting of hydrogen, halogen, (C_1-C_8)alkoxy, (C_1-C_8)alkyl, $-CO_2R^{14}$ and $-C(O)NR^{15}R^{16}$;

wherein

R^{14} is a member selected from the group consisting of hydrogen, (C_1-C_8)alkyl, (C_2-C_8)heteroalkyl, aryl and aryl(C_1-C_4)alkyl;

R^{15} and R^{16} are members independently selected from the group consisting of hydrogen, (C_1-C_8)alkyl, (C_2-C_8)heteroalkyl, aryl, and aryl(C_1-C_4)alkyl, or taken together with the nitrogen to which each is attached form a 5-, 6- or 7-membered ring;

R^2 is substituted or unsubstituted phenyl; and

R^3 is a member selected from the group consisting of halogen and (C_1-C_4)alkoxy.

3. A compound of claim **2**, wherein R^1 is selected from the group consisting of halogen, cyano, (C_1-C_8)alkoxy, (C_1-C_8)alkyl, $-CO_2R^{14}$ and $-C(O)NR^{15}R^{16}$ wherein R^{14} is (C_1-C_8)alkyl; R^{15} and R^{16} are independently selected from the group consisting of hydrogen and (C_1-C_8)alkyl, or taken together with the nitrogen to which each is attached form a 5- or 6-membered ring.

4. A compound of claim **2**, wherein R^1 is selected from the group consisting of halogen, cyano, (C_1-C_8)alkoxy and (C_1-C_8)alkyl.

5. A compound of claim **2**, wherein X is selected from the group consisting of -O- and -NH-.

6. A compound of claim **2**, wherein R^2 is substituted phenyl having from 1 to 3 substituents independently selected from the group consisting of halogen, cyano, nitro, $-OCF_3$, -OH, $-O(C_1-C_6)$alkyl, $-CF_3$, (C_1-C_8)alkyl.

7. A compound of claim **2**, wherein

X is selected from the group consisting of -O- and –NH-;

R^1 is a member selected from the group consisting of hydrogen, halogen, cyano, (C_1-C_8)alkoxy, (C_1-C_8)alkyl, $-CO_2R^{14}$ and $-C(O)NR^{15}R^{16}$;

wherein

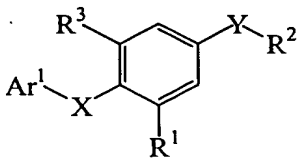
R^{14} is a member selected from the group consisting of hydrogen and (C_1-C_8)alkyl;

R^{15} and R^{16} are members independently selected from the group consisting of hydrogen and (C_1-C_8)alkyl, or taken together with the nitrogen to which each is attached form a 5-, 6- or 7-membered ring;

R^2 is substituted phenyl having from 1 to 3 substituents independently selected from the group consisting of halogen, cyano, nitro, $-OCF_3$, -OH, $-O(C_1-C_6)$alkyl, $-CF_3$, (C_1-C_8)alkyl; and

R^3 is a member selected from the group consisting of halogen and (C_1-C_4)alkoxy.

8. A compound of claim **2**, represented by a formula selected from the group consisting of



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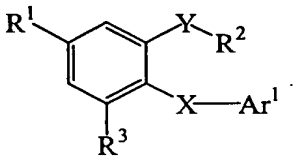
and



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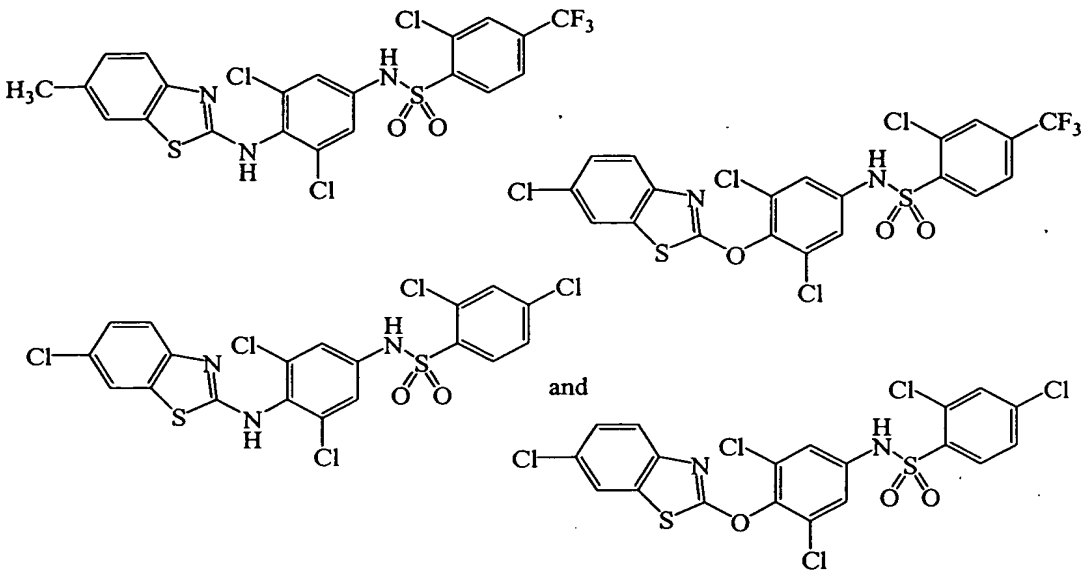
9. A compound of claim **2**, selected from the group consisting of



10. A compound of claim 1, wherein

Ar^1 is a substituted or unsubstituted quinolinyl group;

X is selected from the group consisting of -O-, -S- and $-N(R^{11})-$;

wherein R^{12} is selected from the group consisting of hydrogen and (C_1-C_8)alkyl;

R^1 is a member selected from the group consisting of hydrogen, halogen, cyano, (C_1-C_8)alkoxy, (C_1-C_8)alkyl, $-CO_2R^{14}$ and $-C(O)NR^{15}R^{16}$;

wherein

R^{14} is a member selected from the group consisting of hydrogen, (C_1-C_8)alkyl, (C_1-C_8)heteroalkyl, aryl and aryl(C_1-C_4)alkyl;

R^{15} and R^{16} are members independently selected from the group consisting of hydrogen, (C_1-C_8)alkyl, (C_2-C_8)heteroalkyl, aryl, and aryl(C_1-C_4)alkyl, or taken together with the nitrogen to which each is attached form a 5-, 6- or 7-membered ring;

R^2 is substituted or unsubstituted phenyl; and

R^3 is a member selected from the group consisting of halogen and (C_1-C_8)alkoxy.

11. A compound of claim 10, wherein R^1 is selected from the group consisting of halogen, cyano, (C_1-C_8)alkoxy, (C_1-C_8)alkyl, $-CO_2R^{14}$ and $-C(O)NR^{15}R^{16}$ wherein R^{14} is (C_1-C_8)alkyl; R^{15} and R^{16} are independently selected from the group consisting of hydrogen and (C_1-C_8)alkyl, or taken together with the nitrogen to which each is attached form a 5- or 6-membered ring.

12. A compound of claim **10**, wherein R^1 is selected from the group consisting of halogen, cyano, $(C_1\text{-}C_8)$alkoxy and $(C_1\text{-}C_8)$alkyl.

13. A compound of claim **10**, wherein X is selected from the group consisting of -O-, -S- and -NH-.

14. A compound of claim **10**, wherein R^2 is substituted phenyl having from 1 to 3 substituents independently selected from the group consisting of halogen, cyano, nitro, $-OCF_3$, -OH, $-O(C_1\text{-}C_6)$alkyl, $-CF_3$, $(C_1\text{-}C_8)$alkyl.

15. A compound of claim **10**, wherein

X is selected from the group consisting of -O-, -S- and –NH-;

R^1 is a member selected from the group consisting of hydrogen, halogen, cyano, $(C_1\text{-}C_8)$alkoxy, $(C_1\text{-}C_8)$alkyl, $-CO_2R^{14}$ and $-C(O)NR^{15}R^{16}$;

wherein

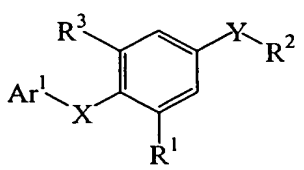
R^{14} is a member selected from the group consisting of hydrogen and $(C_1\text{-}C_8)$alkyl;

R^{15} and R^{16} are members independently selected from the group consisting of hydrogen and $(C_1\text{-}C_8)$alkyl, or taken together with the nitrogen to which each is attached form a 5-, 6- or 7-membered ring;

R^2 is substituted phenyl having from 1 to 3 substituents independently selected from the group consisting of halogen, cyano, nitro, $-OCF_3$, -OH, $-O(C_1\text{-}C_6)$alkyl, $-CF_3$, $(C_1\text{-}C_8)$alkyl; and

R^3 is a member selected from the group consisting of halogen and $(C_1\text{-}C_4)$alkoxy.

16. A compound of claim **10**, represented by a formula selected from the group consisting of



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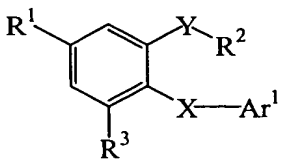

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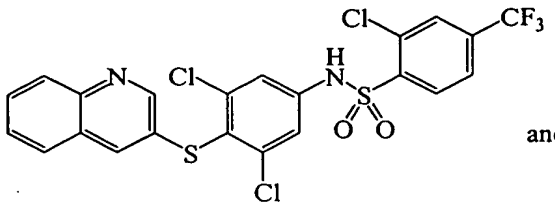
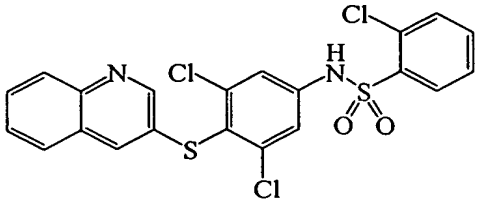
17. A compound of claim **10**, selected from the group consisting of



and



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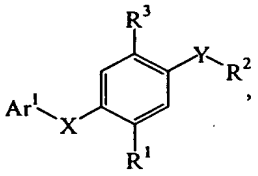
1 **18.** A compound of claim **1**, wherein said compound is represented by a
2 formula selected from the group consisting of



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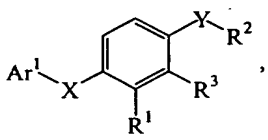

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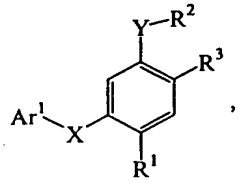

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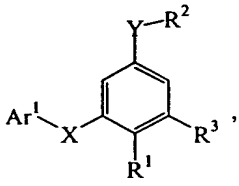

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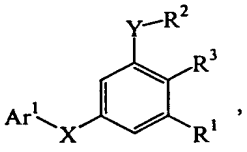

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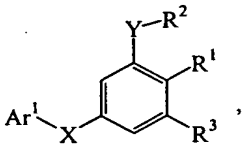

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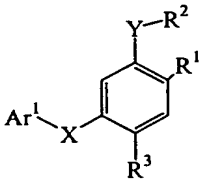

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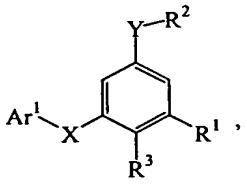

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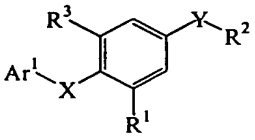

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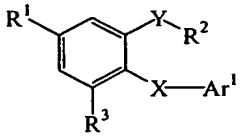

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1 **19.** A composition comprising a pharmaceutically acceptable carrier or
2 excipient and a compound of Claims **1-18.**

1 **20.** A method for treating or preventing a metabolic disorder or an
2 inflammatory condition, comprising
3 administering to a subject in need thereof a therapeutically effective amount of
4 a compound of Claims **1-18.**

21. A method in accordance with Claim **20**, wherein said subject is a human.

22. A method in accordance with claim **20**, wherein said administering is oral.

23. A method in accordance with claim **20**, wherein said administering is parenteral.

24. A method in accordance with claim **20**, wherein said administering is topical.

25 A method in accordance with claim **20**, wherein said metabolic disorder is selected from the group consisting of diabetes, obesity, hypercholesterolemia, hyperlipidemia, dyslipidemia, hypertriglylceridemia, hyperglycemia, insulin resistance and hyperinsulinemia.

26. A method in accordance with claim **20**, wherein said inflammatory condition is selected from the group consisting of rheumatoid arthritis and atherosclerosis.

27. A method in accordance with claim **20**, wherein said metabolic disorder or inflammatory condition is mediated by PPARγ.

28. A method for treating or preventing a condition or disorder mediated by PPARγ, comprising

administering to a subject in need thereof a therapeutically effective amount of a compound of Claims **1-18.**

29. A method in accordance with Claim **28**, wherein said subject is a human.

30. A method in accordance with claim **28**, wherein said administering is oral.

31. A method in accordance with claim **28**, wherein said administering is parenteral.

32. A method in accordance with claim **28**, wherein said administering is topical.

33. A method in accordance with claim **28**, wherein said condition or disorder is a metabolic disorder or an inflammatory condition.

34. A method in accordance with claim **33**, wherein said metabolic disorder is selected from the group consisting of diabetes, obesity, hypercholesterolemia, hyperlipidemia, dyslipidemia, hypertriglylceridemia, hyperglycemia, insulin resistance and hyperinsulinemia.

35. A method in accordance with claim **33**, wherein said inflammatory condition is selected from the group consisting of rheumatoid arthritis and atherosclerosis. .

36. A method for modulating PPARγ, comprising

contacting a cell with a compound of Claims **1-18**.

37. The method of Claim **36**, wherein said compound is a PPARγ antagonist.

38. The method of Claim **36**, wherein said compound is a PPARγ agonist.